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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,)	Case No. 18-23538 (RDD)
)	
Debtors.)	(Joint Administration Pending)
)	

**JOINDER OF CAPE TOWN PLAZA LLC,
NEW WESTGATE MALL LLC, STAG IV CHEEKTOWAGO, LLC,
OND PROPERTY, LLC, R.K. HOOKSETT, LLC AND
R.K. ASSOCIATES #5, INC. TO LANDLORD OBJECTIONS TO
DEBTORS' MOTION FOR APPROVAL OF GLOBAL BIDDING PROCEDURES**

Cape Town Plaza LLC, New Westgate Mall LLC, STAG IV Cheektowaga, LLC, OND Property, LLC, R.K. Hooksett, LLC and R.K. Associates #5, Inc. (collectively, the “Landlords”), hereby submit this joinder (the “Joinder”) to *Objection of Greensboro Lease Management, L.L.C. to the Debtors’ Motion for Approval of Global Bidding Procedures [Doc. Id. 542]* and *Objection of Benderson Development Company LLC, Brookfield Properties Retail Group, Gregory Greenfield & Associates, Ltd., LBA Realty LLC, Nassimi Realty LLC, Radiant*

Partners LLC, Realty Income Corp., Regency Centers Corp., Shopcore Properties, L.P., Site Centers Corp., Sun Valley, Ltd., TLM Realty Corp., and Weingarten Realty Investors to Debtors' Motion for Approval of Global Bidding Procedures [Doc. Id. 617] (the “Objections”), whereby certain landlords object to the Debtors' Motion for Approval of Global Bidding Procedures [D.N. 429] (the “Motion”).

BACKGROUND

1. On October 15, 2018 (the “Petition Date”), the Debtors filed their petitions for relief under Chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”). The Debtors are operating their business and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. The Landlords are (i) Cape Town Plaza LLC, landlord of the Kmart store located at Cape Town Plaza, Hyannis, Massachusetts; (ii) New Westgate Mall LLC, landlord of the Sears store located at Westgate Mall, Brockton, Massachusetts; (iii) STAG IV Cheektowaga, LLC, landlord of the Sears distribution facility located at 60 Industrial Parkway, Cheektowaga, New York; (iv) OND Property, LLC, landlord of the Sears office space located at One North Dearborn, Chicago, Illinois; (v) R.K. Hooksett, LLC, landlord of the Kmart store located at 1265-1271 Hooksett Road, Hooksett, New Hampshire; (vi) R.K. Associates #5, Inc., landlord of the Sears store located at 901 N. Federal Highway, Ft. Lauderdale, Florida; and (vii) R.K. Associates #5, Inc., landlord of the Sears store located at 3655 SW 22nd Street, Miami, FL. For the purposes of this Joinder, the leases for the above-referenced premises are defined, collectively, as the “Leases”.

3. All of the Leases other than the one in Cheektowaga, New York and Chicago, Illinois are leases of real property located within a “shopping center” within the meaning of Bankruptcy Code section 365(b)(3).

JOINDER

4. By the Motion, the Debtors seek the Court’s approval of procedures to govern the marketing, auction, and sale of certain of their assets, including a going concern sale of approximately 400 stores in the Debtors’ portfolio. The Motion contemplates a compressed timeline which will deprive landlords of sufficient time to evaluate, negotiate and, if necessary, object to, cure costs and adequate assurance proposed by unknown bidders with unspecified plans for the use of unspecified leased premises. These concerns are heightened in the shopping center context, where tenant mix, radius, location, use and exclusivity provisions must be carefully considered. The Landlords require a commercially reasonable amount of time to review, analyze and respond to the proposed sale and/or assumption and assignment of their Leases. The Landlords hereby join in the Objections, as well as the objections filed by other landlords and parties-in-interest to the extent they are not inconsistent with the Objections and this Joinder.

RESERVATION OF RIGHTS

5. The Landlords expressly reserve any and all rights to supplement or amend this Joinder and make any other objections to further relief sought by the Debtors, including in relation to any proposed rejection, assumption, assumption and assignment, or sale of any of the Leases.

CONCLUSION

WHEREFORE, the Landlords respectfully request that this Court enter an order: (a) sustaining the Objections and this Joinder; (b) modifying the relief request by the Debtors to address the issues raised; and (c) granting the Landlords such other and further relief as this Court deems just and appropriate under the circumstances.

Dated: November 9, 2018

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SEARS HOLDINGS CORPORATION, *et al.*,) Chapter 11
Debtors.) Case No. 18-23538 (RDD)
) (Joint Administration Pending)
)

CERTIFICATE OF SERVICE

I hereby certify that on the 9th day of November, 2018, I caused a copy of the foregoing pleading to be served via (i) overnight delivery to Chambers of the Honorable Judge Robert D. Drain, the United States Trustee's Office and the Debtors and (ii) electronic means via email or the Court's ECF system to all parties on the attached service list.

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